

WC 05-205
FCC/MELLON

MAY 23 2005

505 Sansome Street
Suite 900
San Francisco
California 94111

GOODIN, MACBRIDE,
SQUERI, RITCHIE & DAY, LLP
Attorneys at Law

Telephone
415/392-7900
Facsimile
415/398-4321

May 20, 2005

John L. Clark

Writer's Direct Line
415/765-8443

Federal Communications Commission
Wireline Competition Bureau - CPD214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: In the Matter of Anew Telecommunications Corporation,
Transferor, and Utility Telephone, Inc., Transferee, Application for
authority pursuant to Section 214 of the Communications Act of
1934, as amended, for the transfer of control of an authorized
domestic common carrier**

Dear Sir/Madame:

Enclosed for filing, on behalf of Anew Telecommunications Corporation and
Utility Telephone, Inc., please find an original and six copies of the above-identified application.
This application requests approval for the acquisition by Utility of control in Anew..

Also enclosed is a completed Fee Remittance Form 159. As noted, the filing fee
has been paid by credit card. After filing this application, please return a date-stamped copy to
me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,

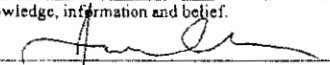

John L. Clark

Enclosures

2346/001/X64643.v1

Stamp & Receipt Copy

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCK BOX # 358145		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) John L. Clark		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 505 Sansome Street, Suite 900			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY San Francisco		(7) STATE CA	(8) ZIP CODE 94111
(9) DAYTIME TELEPHONE NUMBER (include area code) (415) 765-8443		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0012405973		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Utility Telephone, Inc.			
(14) STREET ADDRESS LINE NO. 1 5158 Eastview Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Stockton		(17) STATE CA	(18) ZIP CODE 95212
(19) DAYTIME TELEPHONE NUMBER (include area code) (209) 940-1010		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006369540		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, John L. Clark , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE May 20, 2005	

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

In the matter of

Anew Telecommunications Corporation
Transferor

and

Utility Telephone, Inc.
Transferee

WC Docket No. 05_____

Application for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized domestic common carrier.

APPLICATION

Utility Telephone, Inc. ("Utility") and Anew Telecommunications Corporation, Inc. ("Anew"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the Federal Communications Commission ("Commission") Rules, 47 C.F.R. § 63.04, authority for the transfer of control of Anew to Utility.

I. DESCRIPTION OF TRANSACTION

Pursuant to a stock purchase agreement entered into on May 19, 2005, Utility, a carrier with existing operations, has agreed to acquire, and the shareholders of Anew have agreed to sell, 80% of the issued and outstanding shares of stock in Anew in consideration for cash, the

amount of which will be finally determined at closing based upon Anew's billed revenues as of that date.

Under the terms of the agreement, Anew will continue providing service to its customers, without change, and in accordance with its existing tariffs and contracts. Thus, the transaction will be transparent to these customers from a service standpoint. However, the transaction will enhance the financial viability of Anew and Utility by enabling them to consolidate back-office functions, eliminate duplicate management expenses, and enjoy other efficiencies, as well as provide them with greater buying power and economies of scale.

II. REQUEST FOR STREAMLINED PROCESSING

This application is eligible for streamlined processing under Section 63.03 of the Commission's Rules, 47 CFR § 63.03, because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

III. SECTION 63.04 INFORMATION

(1) Names, Addresses, and Telephone Numbers of Applicants

(a) Transferor

Anew Telecommunications Corporation
2710 Turri Road
San Luis Obispo, California 93403
Tel: 805-545-5100

(b) Transferee

Utility Telephone, Inc.
5158 Eastview Drive
Stockton, California 95212
Tel: 209-940-1010

(2) Jurisdiction of Organization

Anew is a corporation formed under the laws of the State of California.

Utility is a corporation formed under the laws of the State of California.

(3) Contact Information

All correspondence and other communications concerning this application should
be directed to:

John L. Clark
Goodin, MacBride, Squeri
Ritchie & Day LLP
505 Sansome Street, 9th Floor
San Francisco, California 94111
Tel: 415-765-8443
Fax: 415-398-4321
E-mail: jclark@gmsr.com

(4) Ownership

(a) Ownership of Utility

The ownership of Utility will not be affected by the proposed transaction. The names, addresses, citizenships, and principal businesses of each holder of 10% or more direct equity interest in Utility are as follows:

Name and Address	Citizenship	Principal Business	Direct Percentage Ownership in Utility
Jason R. Mills 5158 Eastview Drive Stockton, CA 95212	United States	Telecommunications	55%
Integrated Telecom Solutions, Inc Pacific Avenue, Suite 4 Stockton, CA 95207	United States	Systems Integration	45%

Integrated Solutions, Inc. is owned by two individuals, each whom has a 50% ownership interest. Therefore, under the Commission's rules each of them is attributed with an ownership interest in Utility of 45%. Their names, addresses, citizenships, and principal businesses are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership in Utility
Joe Suprenant Pacific Avenue, Suite 4 Stockton, CA 95207	United States	Systems Integration	45%
Steven Kim Pacific Avenue, Suite 4 Stockton, CA 95207	United States	Systems Integration	45%

(b) Current Ownership of Anew

The names, addresses, citizenships, and principal businesses of each current holder of 10% or more direct equity interest in Anew are as follows:

Name and Address	Citizenship	Principal Business	Direct Percentage Ownership in Anew
Jeffrey C. Buckingham Family Trust (revocable) 2710 Turri Road San Luis Obispo, CA 93403	United States	Estate planning device	85%
Russ and Cheryl Lovell Family Trust (revocable) 276 Hermosa Way San Luis Obispo, CA 93405	United States	Estate planning device	15%

The trustees of the Jeffrey C. Buckingham Family Trust (revocable) are also the sole beneficiaries and hold undivided interests in the entire trust. Therefore, under the Commission's rules, they each currently are attributed with an equal undivided ownership interest in Anew of 85%. Their names, addresses, citizenships, and principal businesses are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership in Anew
Jeffrey C. Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Telecommunications	85%
Joan Buckingham 2710 Turri Road San Luis Obispo, CA 93403	United States	Homemaker	85%

The trustees of the Russ and Cheryl Lovell Family Trust (revocable) are also the sole beneficiaries and hold undivided interests in the entire trust. Therefore, under the Commission's rules, they each currently are attributed with an equal undivided ownership

interest in Anew of 15%. Their names, addresses, citizenships, and principal businesses are as follows:

Name and Address	Citizenship	Principal Business	Attributed Percentage Ownership in Anew
Russ Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	15%
Cheryl Lovell 276 Hermosa Way San Luis Obispo, CA 93405	United States	Telecommunications	15%

(c) Ownership of Anew Upon Closing of Proposed Transaction

The names, addresses, citizenships, and principal businesses of each holder of 10% or more direct equity interest in Anew upon the closing of the proposed transaction will be:

Name and Address	Citizenship	Principal Business	Direct Percentage Ownership in Anew
Utility Telephone, Inc. 5158 Eastview Drive Stockton, CA 95212	United States	Telecommunications	80%
Jeffrey C. Buckingham Family Trust (revocable) 2710 Turri Road San Luis Obispo, CA 93403	United States	Estate planning device	15%

As is noted above, the trustees of the Jeffrey C. Buckingham Family Trust (revocable) are also the sole beneficiaries and hold undivided interests in the entire trust. Therefore, under the Commission's rules, they will each be attributed with an equal undivided ownership interest in Anew of 15% following the closing.

As is also noted above, Jason R. Mills has a 55% ownership interest in Utility and, therefore, under Commission's rules will be attributed with an 80% ownership interest in

Anew following the closing. Integrated Telecom Solutions, Inc., which holds a 45% interest in Utility, will be attributed with a 36% ownership interest in Anew following the closing. And, Joe Suprenant and Steven Kim, each of whom holds 50% ownership of Integrated Telecom Solutions, Inc., will each be attributed a 36% ownership interest in Anew following the closing.

(5) As evidenced by its signature to this application, below, each party certifies under penalty of perjury under the laws of the United States that it is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(6) A description of the transaction is set forth above in section I of this application.

(7) Utility and Anew are both non-dominant interexchange and competitive local exchange carriers operating in California. Utility provides local exchange and interexchange telephone service to small and medium size business customers, and also provides competitive access and other wholesale telecommunications services to other service providers. Anew provides local exchange and interexchange telephone service to small and medium size business customers.

(8) As noted above, this application is eligible for streamlining because, immediately following the transaction: (1) the Joint Applicants and their affiliates (as defined in Section 3(1) of the Communications Act, "Affiliates") combined, will hold less than a ten percent (10%) share of the interstate interexchange market; (2) to the extent that the Joint Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services will be provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Joint Applicants or their Affiliates is dominant with respect to any U.S. domestic telecommunications service.

(9) There are no other Commission applications related to this transaction that is the subject of this application. (Anew does not hold international 214 authority or other Commission licenses.)

(10) Joint applicants are not seeking special consideration of this application as neither party is facing imminent business failure.

(11) Not applicable.

(12) The subject transaction is clearly in furtherance of the public interest. Utility is an established facilities-based telecommunications service provider and enjoys a demonstrably high demand for its services. Anew, likewise, is well respected in the industry and by its customers, who have profiles similar to retail customers served by Utility. However, Anew currently provides service primarily utilizing unbundled network elements acquired from incumbent local exchange carriers in UNE-P combinations, which are no longer available to Anew to serve new customers and will no longer be available to Anew to serve existing customers approximately nine months from now. The proposed transaction will serve as a vehicle for Anew and Utility to join together to ensure the continuation of high quality service to Anew's customers using Utility's network platform. As noted above, service to Anew's customers will continue to be provided on a basis that is fully transparent to them, but the transaction will enable the Joint Applicants both to enjoy increased efficiencies and economies of scale, and other benefits, thereby enhancing both of their respective competitive and financial positions. Ultimately this should inure to the benefit of all customers in the form of lower prices, increased service options, and enhanced service capabilities.

CONCLUSION

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 20th day of May 2005 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
RITCHIE & DAY, LLP

John L. Clark


505 Sansome Street, Suite 900

San Francisco, California 94111

Telephone: (415) 765-8443

Facsimile: (415) 398-4321

E-Mail: jclark@gmssr.com

By 
John L. Clark

Attorneys for Joint Applicants

LIST OF ATTACHMENTS

Certification of Transferor

Certification of Transferee

2436/001/X64633.v1

CERTIFICATION OF TRANSFEROR

I hereby certify that I am an officer of Anew Telecommunications Corporation, I am authorized to make this statement, and that the statements made in the foregoing application on its behalf for authority to transfer control are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Anew Telecommunications Corporation

By: 

Name: John L. Clark

Title: Assistant Secretary

Date: May 20, 2005

CERTIFICATION OF TRANSFEREE

I hereby certify that I am an officer of Utility Telephone, Inc., I am authorized to make this statement, and that the statements made in the foregoing application on its behalf for authority to transfer control are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Utility Telephone, Inc.

By: 

Name: John L. Clark

Title: Assistant Secretary

Date: May 20, 2005